IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLUMBIA

UNITED STATES OF AMERICA c/o Department of Justice Washington, D.C. 20530, Plaintiff, v. THE LOEWEN GROUP INC.)))) Civil Action No. 98 0815) Entered: April 15, 1998) Filed: April 15, 1998) NANCY MAYER-WHITTINGTON, CLERK) U.S. DISTRICT COURT
4126 Norland Avenue) 0.5. DISTRICT COURT
Burnaby, B.C. V5G 3S8	,)
Canada,)
and)))
LOEWEN GROUP INTERNATIONAL, INC.))
50 East River Center Blvd.	
Suite 820)
Covington, KY 41011, Defendants.)))

STIPULATION

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

(1) the parties consent that the Court may file and enter a Final Judgment in the form attached to this Stipulation, on the Court's own motion or on the motion of any party at any time, and without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants, The Loewen Group Inc. and Loewen Group International, Inc., and filing that notice with the Court;

(2) Defendants, The Loewen Group Inc. and Loewen Group International, Inc., waive

any objection to venue or jurisdiction for purposes of this Final Judgment and authorize

Tom D. Smith, Esq., of Jones, Day, Reavis & Pogue to accept service of all process in

this matter on their behalf; and

(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not

entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and

the making of this Stipulation shall be without prejudice to any party in this or any

other proceeding.

Dated: <u>2/10/98</u>

FOR THE DEFENDANTS:

/s/___

Tom D. Smith

Jones, Day, Reavis & Pogue

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1450 G Street, N.W.

Washington, D.C. 20005-2088

Counsel for Defendants

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FOR THE PLAINTIFF:

/s/	/s/
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	Bureau of Competition
/s/	/s/
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/s/	/s/
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